

815
16719-B

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
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April 24, 1990

0-114A03E

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423

RECORDATION NO. 16719-B FILED 145

APR 24 1990 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed original copies of a Lease Agreement Termination (Partial) dated April 24, 1990, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Lease Agreement dated December 19, 1989, which was filed and recorded on January 11, 1990 under Recordation Number 16719.

The names and addresses of the parties to the enclosed document are:

Lessor: Electro-Motive Division
General Motors Corporation
LaGrange, Illinois 60525

Lessee: Burlington Northern Railroad Company
777 Main Street
Fort Worth, Texas 76102

A description of the railroad equipment terminated by the enclosed document is set forth in Exhibit A attached hereto and made a part of hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

CT. Kappler
C. Deeney

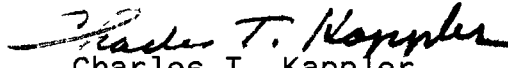
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
April 24, 1990
Page Two

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's index is:

Lease Agreement Termination (Partial) dated
April 24, 1990 covering Model SD-60M
Locomotives bearing BN numbers.

Very truly yours,


Charles T. Kappler

Enclosures
CTK/bg

EXHIBIT A

SCHEDULE OF LOCOMOTIVES
TEN GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9232	887033-33
2	9216	887033-17
3	9218	887033-19
4	9221	887033-22
5	9237	887033-38
6	9225	887033-26
7	9226	887033-27
8	9228	887033-29
9	9229	887033-30
10	9230	887033-31

LEASE AGREEMENT TERMINATION

(PARTIAL)

RECORDATION NO.

16719 B

FILED 1485

APR 24 1990 -12 05 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated Dec 19, 1989, ("Lease") between Burlington Northern Railroad Company ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the locomotives listed in Exhibit A (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to the locomotives listed in Exhibit B continues in full force and effect.

WHEREAS, Railroad and EMD executed a Lease Agreement, dated Dec 19, 1989, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on Jan 11, 1990 at 1:55 PM Recordation No. 16719.

WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this Termination Agreement;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective April 24, 1990 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment included in the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to the locomotives listed in Exhibit B.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

BURLINGTON NORTHERN RAILROAD COMPANY

Attest: _____

By: _____

Title: _____

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: 

By: 

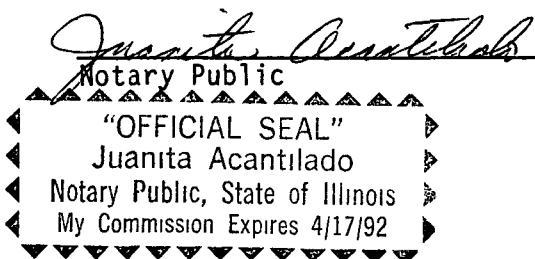
John W. Jarrell
Title: Vice President & General Manager

State of Ill) ss.
County of Cook)

On this 18th day of April, 1990, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice President & General Manager of General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

April 17, 1992



State of _____) ss.
County of _____)

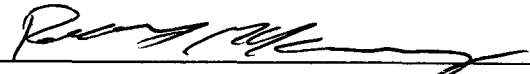
On this _____ day of _____, 1990, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My commission expires:

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

BURLINGTON NORTHERN RAILROAD COMPANY

By: 

Attest: 

Title: Vice President & Treasurer

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: _____

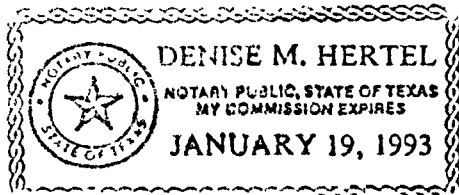
By: _____

Title: _____

CORPORATE FORM OF ACKNOWLEDGMENT

State of Texas)
)
County of Tarrant) ss:

On this 18th day of April, 1990, before me personally appeared, Robert F. McKenney, to me personally known, who being by me duly sworn, says that he is the Vice President & Treasurer of Burlington Northern Railroad Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Denise M. Hertel
Notary Public

January 19, 1993
Date Commission Expires

EXHIBIT A

SCHEDULE OF LOCOMOTIVES
TEN GM SD-60M LOCOMOTIVES

<u>Number</u>	<u>BN Road Number</u>	<u>Manufacturer Serial Number</u>
1	9232	887033-33
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7	9226	887033-27
8	9228	887033-29
9	9229	887033-30
10	9230	887033-31

EXHIBIT B

SCHEDULE OF LOCOMOTIVES
TWENTY GM SD-60M LOCOMOTIVES

9210	9239
9212	9240
9219	9241
9220	9242
9222	9244
9223	9245
9224	9246
9227	9247
9234	9248
9236	9249